

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

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CRYSTALLEX INTERNATIONAL CORP., )

Plaintiff, )

v. )

BOLIVARIAN REPUBLIC OF VENEZUELA, )

Defendant. )  
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Misc. No. 17-151-LPS

**SPECIAL MASTER'S MONTHLY REPORT  
FOR THE PERIOD ENDED SEPTEMBER 30, 2023**

Dated: November 1, 2023

ROBERT B. PINCUS in his capacity as  
Special Master for the United States District Court for the District of Delaware  
PO Box 4570  
Wilmington, DE 19807

Dated: November 1, 2023

**BY HAND DELIVERY & CM/ECF**

The Honorable Leonard P. Stark  
United States District Court for the District of Delaware  
J. Caleb Boggs Federal Building  
844 North King Street  
Wilmington, DE 19801-3570

Re: *Crystallex International Corp. v. Bolivarian Republic of Venezuela*, D. Del. C.A. No. 1:17-mc-00151-LPS; Special Master's Status Report for the Period Ended September 30, 2023 (this "**Report**")

Dear Judge Stark:

By order dated April 13, 2021 [D.I. 258], Your Honor appointed me as Special Master in this case to design, oversee, and implement the sale of Petroleos de Venezuela, S.A.'s ("**PDVSA**") shares of PDV Holding Inc. On May 27, 2021, Your Honor issued the *Order Regarding Special Master* [D.I. 277] (the "**May 27 Order**")<sup>1</sup> setting forth, among other things, various obligations and duties applicable to the Special Master, the Parties, and ConocoPhillips (together with the Parties, the "**Sale Process Parties**"), including my obligation to provide the Court with a periodic status report concerning my progress and efforts. The last report that I submitted to the Court was for the period ended August 31, 2023 [D.I. 734] (the "**August 2023 Report**"). I hereby write to provide this Report for the period since the August 2023 Report through September 30, 2023.

**Summary of Events Taking Place since August 31**

Since August 31, I have undertaken the following actions, with the assistance of my advisors (collectively, the "**Advisors**"), in accordance with my duties and obligations set forth in the May 27 Order:

- Carried out Your Honor's directives under the Sale Procedures Order regarding preparations for the Marketing Process. Specifically, my Advisors and I have engaged in various diligence-related matters, including;

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<sup>1</sup> All capitalized terms used but not otherwise defined herein, have the meanings ascribed to such terms in the May 27 Order and the Sixth Revised Proposed Order (A) Establishing Sale and Bidding Procedures, (B) Approving Special Master's Report and Recommendation Regarding Proposed Sale Procedures Order, (C) Affirming Retention of Evercore as Investment Banker by Special Master and (D) Regarding Related Matters [D.I. 481] (the "**Sale Procedures Order**").

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- Preparing the Confidential Information Memorandum (the “**CIM**”) and the customary “teaser”.
  - Conducting appropriate due diligence and related analysis to ensure completion of all Pre-Launch milestones.
- In furtherance of my Pre-Launch due diligence obligations, regularly engaged with PDVH and the CITGO management team, and their respective counsel, on various pre-Launch work streams in connection with Your Honor’s directives under the Sale Procedures Order and the *Memorandum Order Regarding Objections to the Special Master’s Recommendation* (the “**July 17, 2023 Order**”) [D.I. 643], including:
  - Meeting with CITGO management team on a weekly basis to discuss diligence and preparation for the Marketing Process.
  - Reviewing due diligence materials provided by the CITGO management team and conducting related analysis.
- Considered Red Tree Investment’s (“**Red Tree**”) request to toll the sixty-day deadline for levying a writ of attachment for all Additional Judgment Creditors under 10 Del. C. § 5081 and filed a letter brief citing my lack of objection to Red Tree’s request on September 20, 2023 [D.I. 729];
- Reviewed and analyzed all briefs filed in connection with Crystallex’s *Motion for an Order Compelling PDVH to Immediately Reissue the Share Certificate* (the “**Crystallex’s Motion**”) [D.I. 709], and ConocoPhillips’ joinder thereto [D.I. 718], both filed on September 7, 2023, and prepared and filed *The Special Master’s Limited Joinder in Support of the Crystallex International Corporation’s Motion for Reconsideration of this Court’s July 17, 2023* [D.I. 720] on September 11, 2023;
- Prepared and presented argument to Your Honor during the Initial Status Conference held on September 12, 2023, on matters related to continuing due diligence, the illustrative sale timeline, the proposed Step 5 (Writ) and Step 7 (Perfected Writ) deadlines, and the priority arrangement of creditor judgments;
- Reviewed all pleadings, briefs, and orders filed in the Delaware Court of Chancery matter, *Petróleos de Venezuela, S.A v. PDV Holding, Inc.*, C.A. No. 2023-0778-PAF; and
- Prepared and filed the Special Master’s Monthly Report for the period ended August 31, 2023 [D.I. 734].

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**Statement of Fees and Expenses**

The May 27 Order requires that I submit an Itemized Statement of my fees and expenses to the Court. During the period from September 1, 2023 to September 30, 2023, my Advisors and I have incurred an aggregate of \$737,456.49 of fees and expenses in connection with carrying out my duties as Special Master, as shown in the table below.

<b>Special Master</b>	\$21,295.85
<b>Weil, Gotshal &amp; Manges LLP</b>	\$490,131.68
<b>Evercore</b>	\$206,730.76
<b>Jenner &amp; Block LLP</b>	\$730.00
<b>Potter Anderson &amp; Corroon LLP</b>	\$18,568.20
<b>Total</b>	\$737,456.49

This amount includes the monthly fees and expenses of counsel in connection with the matters described above and the monthly fees of my financial advisor, Evercore, for September, in connection with their assistance with the preparation for the Marketing Process, including the performance of due diligence and related analysis. The Itemized Statement, attached as Annex Q hereto, contains a breakdown of such fees and expenses among my Advisors and myself. I respectfully request that Your Honor determine that such fees and expenses are regular and reasonable. A proposed form of order is enclosed for Your Honor's consideration.

I am available at the convenience of the Court, should Your Honor have any questions.

Respectfully Yours,

/s/ Robert B. Pincus

Robert B. Pincus, in my capacity as  
Special Master for the United States  
District Court for the District of  
Delaware

Enclosures

cc: All Counsel of Record (via CM/ECF and E-Mail)